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September 5, 2007

**VIA OVERNIGHT COURIER**

FCC/MELLON SEP 06 2007

Federal Communications Commission  
Attention: Marlene H. Dortch, Secretary  
Wireline Competition Bureau – CPD – 214 Appls.  
P.O. Box 358145  
Pittsburgh, PA 15251-5145

Re: Application of CEA Capital Partners USA, L.P., CEA Capital Partners USA  
CI, L.P., Indosuez RCC Partners, Hans Sternberg, and William W. Ironside  
("Transferors"), and Kevin P. Reilly, Jr., and Sean E. Riley ("Transferees"), for  
Authority to Transfer Control of Entities Holding Domestic Section 214 Authority:  
**Reserve Telephone Company, Inc.**  
**Reserve Long Distance Co. Inc.**

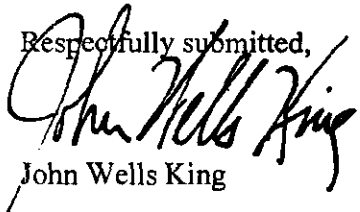
Dear Ms. Dortch:

Transmitted herewith on behalf of the above-named Transferors and Transferees are an original and six copies of an application for authority of the Commission to transfer control of the referenced providers of domestic telecommunications services under Section 214 of the Communications Act of 1934, as amended, through the sale of shares in their ultimate parent, Reserve Holdings, Inc.

Enclosed is a completed Remittance Advice (Form 159) and the applicant's check in the amount of \$965.00, to cover the applicable filing fee.

Kindly communicate any questions directly to this office.

Respectfully submitted,

  
John Wells King

cc: Jodie May, Esquire  
Ms. Tracey Wilson-Parker  
(Both with enclosures, by email/pdf)

FEDERAL COMMUNICATIONS COMMISSION  
REMITTANCE ADVICE

(1) LOCKBOX #  358145		<div style="border: 1px solid black; padding: 2px;">SPECIAL USE ONLY</div> <div style="border: 1px solid black; padding: 2px;">FCC USE ONLY</div>	
<b>SECTION A - PAYER INFORMATION</b>			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Reserve Long Distance Co., Inc.		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$965.00	
(4) STREET ADDRESS LINE NO. 1 203 West Fourth Street			
(5) STREET ADDRESS LINE NO. 2 P.O. Drawer T			
(6) CITY Reserve		(7) STATE LA	(8) ZIP CODE 70084-0519
(9) DAYTIME TELEPHONE NUMBER (include area code) (985) 536-1295		(10) COUNTRY CODE (if not in U.S.A.)	
<b>FCC REGISTRATION NUMBER (FRN) REQUIRED</b>			
(11) PAYER (FRN) 0009873712		(12) FCC USE ONLY	
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME Reserve Long Distance Co., Inc.			
(14) STREET ADDRESS LINE NO. 1 203 West Fourth Street			
(15) STREET ADDRESS LINE NO. 2 P.O. Drawer T			
(16) CITY Reserve		(17) STATE LA	(18) ZIP CODE 70084-0519
(19) DAYTIME TELEPHONE NUMBER (include area code) (985) 536-1295		(20) COUNTRY CODE (if not in U.S.A.)	
<b>FCC REGISTRATION NUMBER (FRN) REQUIRED</b>			
(21) APPLICANT (FRN) 0009873712		(22) FCC USE ONLY	
<b>COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET</b>			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CUT	(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC) \$965.00	(27A) TOTAL FEE \$965.00	FCC USE ONLY	
(28A) FCC CODE 1		(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY	
(28B) FCC CODE 1		(29B) FCC CODE 2	
<b>SECTION D - CERTIFICATION</b>			
<b>CERTIFICATION STATEMENT</b>			
I, _____, certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.			
SIGNATURE _____		DATE _____	
<b>SECTION E - CREDIT CARD PAYMENT INFORMATION</b>			
MASTERCARD _____ VISA _____ AMEX _____ DISCOVER _____			
ACCOUNT NUMBER _____		EXPIRATION DATE _____	
I hereby authorize the FCC to charge my credit card for the service(s) authorization herein described.			
SIGNATURE _____		DATE _____	

Before The  
**Federal Communications Commission**  
Washington, D.C. 20554

In The Matter Of Application of	)	
	)	
CEA Capital Partners USA, L.P.,	)	
CEA Capital Partners USA CI, L.P.,	)	
Indosuez RCC Partners, Hans Sternberg,	)	
And William W. Ironside,	)	
Transferors,	)	
And	)	WC Docket No. _____
	)	
Kevin P. Reilly, Jr., and Sean E. Reilly	)	
Transferees.	)	
	)	
For Authority To Transfer Control	)	
	)	

TO: The Chief, Wireline Competition Bureau

**APPLICATION FOR AUTHORITY TO TRANSFER CONTROL**

Pursuant to Section 214 of the Communications Act of 1934, as amended (the "Act"), 47 U.S.C. § 214, and Section 63.04 of the Commission's rules, 47 C.F.R. § 63.04, CEA Capital Partners USA, L.P., CEA Capital Partners USA CI, L.P., Indosuez RCC Partners, Hans Sternberg, and William W. Ironside (the "Transferors"), and Kevin P. Reilly, Jr., and Sean E. Riley (the "Transferees"), through undersigned counsel, hereby seek the authority of the Commission to transfer control of domestic Section 214 Authority pursuant to which the Transferor's operating subsidiaries, Reserve Telephone Company, Inc. ("Telephone"), and Reserve Long Distance Co., Inc. ("Long Distance," and together with Telephone, collectively the "Company"), provide local exchange, exchange access, and long distance telecommunications services in Reserve, Louisiana, and surrounding areas of St. John The Baptist Parish.

The ultimate parent of the Company is Reserve Holdings, Inc. ("Holdings"). It holds all of the issued and outstanding shares of Reserve Communications & Computer Corp. ("RCC"), which is the immediate parent of the Company.<sup>1</sup> The proposed transaction contemplates the transfer of control of Holdings to two of its minority shareholders, Kevin P. Reilly, Jr., and Sean E. Reilly.<sup>2</sup> Transferees will thereby acquire control of RCC and of the Company. A diagram of the corporate structure of the Company before and after the transaction is attached as Attachment A.

Telephone is an incumbent local exchange carrier ("LEC") serving approximately one-third of St. John The Baptist Parish. It has less than two percent of the nation's subscriber lines installed in the aggregate. Long Distance is a competitive LEC serving all of the parish.<sup>3</sup> The Company does not now, nor will it have after the transfer, a market share in the interstate, interexchange market exceeding ten percent. The Company provides competitive telephone exchange services and exchange access services exclusively in geographic areas served by a dominant local exchange carrier, BellSouth, which is not a party to the transaction. Accordingly, the streamlined procedures provided in Section 63.03(b)(2) of the Commission's rules, 47 C.F.R. § 63.03(b)(2), apply to this application.

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<sup>1</sup> RCC, through wholly-owned subsidiary Columbia Cellular, Inc., holds for investment a limited partnership interest in Louisiana RSA 8 Limited Partnership, acquired in a full market settlement with BellSouth, which operates the licensee's cellular facilities, serving St. James Parish, Louisiana. See 12 FCC Rcd 20182 (WTB 1997), aff'd 14 FCC Rcd 14523 (1999).

<sup>2</sup> Through intermediate reorganizational steps, Holdings will be merged into a newly-formed limited liability company, Reserve Holdings, LLC ("RHL"), organized under the laws of the State of Louisiana, in which the Transferees will hold equal membership interests. Kevin P. Reilly, Jr., will hold one-third of his interest, or 16 2/3% of the membership interests in RHL, in trust for the benefit of his children.

<sup>3</sup> Long Distance also provides cable television service and internet access.

Pursuant to Section 63.04 of the Commission's rules, the parties provide the following information:

- (1) Name, address and telephone number of each party.

Transferors

CEA Capital Partners USA, L.P.  
1 Seaport Plaza  
199 Water Street, 20th Floor  
New York NY 10038  
Telephone: 212 847 8900

CEA Capital Partners USA CI, L.P.  
1 Seaport Plaza  
199 Water Street, 20th Floor  
New York NY 10038  
Telephone: 212 847 8900

Indosuez RCC Partners  
9, quai du Président Paul Doumer  
92920 Paris la Défense, France  
Telephone: (33.1) 41.89.03.24

Hans Stenberg  
1 Seaport Plaza  
199 Water Street, 20th Floor  
New York NY 10038  
Telephone: 212 847 8900

William W. Ironside  
1 Seaport Plaza  
199 Water Street, 20th Floor  
New York NY 10038  
Telephone: 212 847 8900

Transferees

Kevin P. Reilly, Jr.  
Post Office Box 66338  
Baton Rouge LA 70896  
Telephone: 225 926 1000

Sean E. Reilly  
Post Office Box 66338  
Baton Rouge LA 70896  
Telephone: 225 926 1000

- (2) Government, State or Territory under which each party is organized.

Transferors

CEA Capital Partners USA, L.P., CEA Capital Partners USA CI, L.P., Indosuez RCC Partners, and Reserve Holdings, Inc., are organized under the laws of the State of Delaware. Reserve Communications & Computer Corp., Reserve Telephone Company, Inc., and Reserve Long Distance Co., Inc., are organized under the laws of the State of Louisiana.

Transferees

Kevin P. Reilly, Jr., and Sean E. Reilly are residents of the State of Louisiana.

- (3) Name, title, address and telephone number of contact person.

John Wells King, Esquire  
Garvey Schubert Barer  
1000 Potomac Street NW, Fifth Floor  
Washington DC 20007  
Telephone: 202 965 7880  
Email: jking@gsblaw.com

Regulatory counsel to the parties

- (4) Name, address, citizenship and principal business of 10% or greater interest holders.

Transferors

The interest holders are U.S. entities. Their principal business is investment banking and private equity services.

CEA Capital Partners USA, L.P.                      67%  
1 Seaport Plaza  
199 Water Street, 20th Floor  
New York NY 10038  
Telephone: 212 847 8900

CEA Capital Partners USA CI, L.P.                      21%  
1 Seaport Plaza  
199 Water Street, 20th Floor  
New York NY 10038  
Telephone: 212 847 8900

Transferees

The interest holders are U.S. citizens.

Kevin P. Reilly, Jr.    50%  
Post Office Box 66338  
Baton Rouge LA 70896  
Telephone: 225 926 1000

Sean E. Reilly    50%  
Post Office Box 66338  
Baton Rouge LA 70896  
Telephone: 225 926 1000

(5) Anti-Drug Abuse Act Certification.

Pursuant to the provisions of Section §§ 1.2001 through 1.2003 of the Commission's rules, the parties to this application certify that none is subject to a denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862.

(6) Description of the transaction.

The parties have entered into a Purchase and Sale Agreement (the "Agreement") whereby the Transferors will sell their shares in Holdings to the Transferees, an entity formed by two minority shareholders of Holdings, Kevin P. Reilly, Jr., and Sean E. Reilly. Through intermediate reorganizational steps, Holdings will be merged into a newly-formed limited liability company, Reserve Holdings, LLC, organized under the laws of the State of Louisiana, in which the Transferees will hold equal membership interests. The Company will continue to offer service with no change in the rates or terms and conditions of service. The parties expect the transfer of control of the Company to be seamless and transparent to consumers.

(7) Description of the geographic areas of service.

The Company provides telecommunications services exclusively within the State of Louisiana. Telephone is an incumbent local exchange carrier ("LEC") serving approximately one-third of St. John The Baptist Parish. Long Distance is a competitive LEC serving all of St. John The Baptist Parish.

(8) Eligibility for streamlined treatment.

The Company is nondominant. It does not now, nor will it have after the transfer, a market share in the interstate, interexchange market exceeding ten percent. The Company provides competitive telephone exchange services and exchange access services exclusively in geographic areas served by a dominant local exchange carrier, BellSouth, which is not a party to the transaction. Accordingly, this application is eligible for streamlined processing under the procedures provided in Section 63.03(b)(2) of the Commission's rules, 47 C.F.R. § 63.03(b)(2).

(9) Other Commission applications.

There are no other Commission applications related to the proposed transaction.

(10) Special consideration.

The parties do not seek special consideration due to imminent business failure.

(11) Waiver requests.

There is no separately-filed waiver request.

(12) Public interest considerations.

The parties submit that the transaction described herein will serve the public interest. It will transfer ownership and control of a locally-focused and oriented telecommunications enterprise from corporate, out-of-state ownership to the two individual shareholders who reside in nearby Baton Rouge. Customers will benefit from the completely local ownership and control, which will be carefully attuned to consumer trends and desires. Total local ownership will enable the Company to respond nimbly and efficiently to customer service requirements and demands.

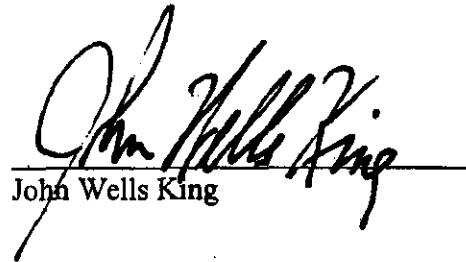
The transaction will be concluded in a manner that is virtually transparent to the Company's customers. It will not result in the change of carrier for customers or any transfer of authorizations. Following consummation of



the stock purchase and sale, the Company will continue to provide high-quality telecommunications services to its customers without interruption and without changes in rates, terms or conditions of service. It not result in any discontinuance, reduction, loss, or impairment of service to customers.

On the basis of the foregoing and for the reasons stated, the parties respectfully submit that the public interest, convenience, and necessity will be furthered by a grant of the authority requested herein to transfer control of Reserve Telephone Company, Inc., and Reserve Long Distance Co., Inc. It is so requested.

Respectfully submitted,



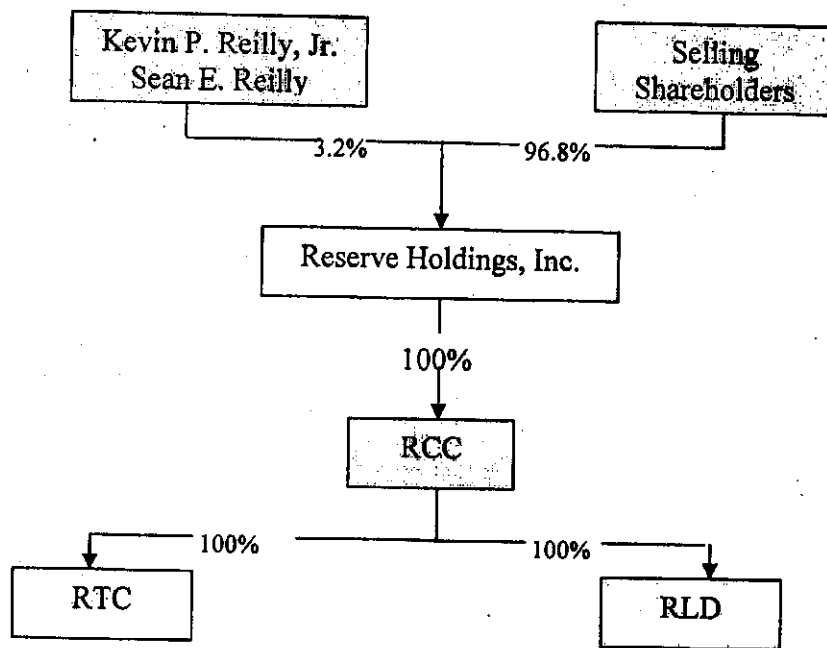
John Wells King

**GARVEY SCHUBERT BARER**  
1000 Potomac Street NW, Fifth Floor  
Washington DC 20007  
Tel: 202 965 7880  
Email: jking@gsblaw.com

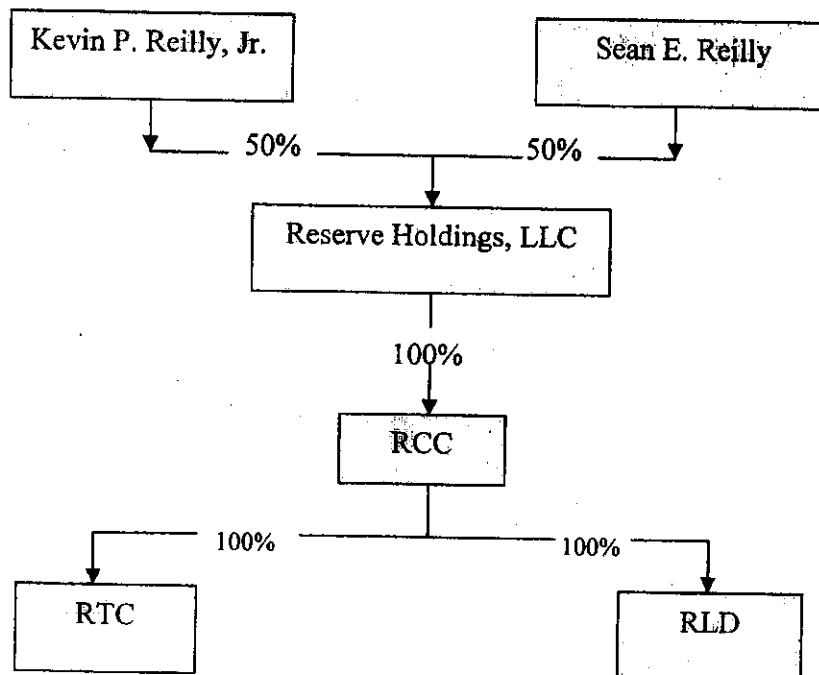
Dated: August 29, 2007

**Attachment A**

**Current Structure**



**Post Transaction Structure**



## TRANSFERORS CERTIFICATION

I, Stephen McCall, state that I am Vice President of CEA Capital Partners USA, L.P.; that I am authorized to make this certification on behalf of the named Transferors in the application for authority to transfer control to which this certification is attached; that the application was prepared under my direction and supervision; and that the facts stated in the application are true and correct to the best of my knowledge, information, and belief.

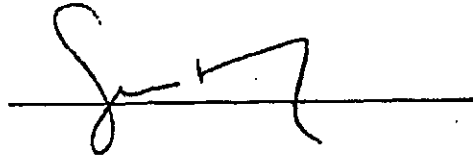


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Date: 8/29/07

# TRANSFEREES CERTIFICATION

I, Sean Kelly, state that I am authorized to make this certification on behalf of the Transferees in the application for authority to transfer control to which this certification is attached; that the application was prepared under my direction and supervision; and that the facts stated in the application are true and correct to the best of my knowledge, information, and belief.



Date: Sept 4 2007